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August 29, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: MICHAEL J. STEWART, O.D., P.A.

Dear Ladies and Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$122.50 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,
R. W. Wellbaum, Jr.
R. W. WELLBAUM, JR.

RWW/jsb

Enclosures

FILED
97 SEP -2 AM 8:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Jeanie GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 6
DATE 9/3/97
FOR EXAM. [Signature]

9/3/97
[Signature]

ARTICLES OF INCORPORATION
OF
MICHAEL J. STEWART, O.D., P.A.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: MICHAEL J. STEWART, O.D.,
P.A.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be the professional practice of Optometry and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 6800 Placida Road, #106, Englewood, Florida, 34224, and the name of the initial registered agent of this corporation at that address is Michael J. Stewart, O.D. .

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time

to time by the By-laws, but shall never be less than one.

The names and addresses of the directors of this corporation are:

Michael J. Stewart, O.D.
6800 Placida Road, #106
Englewood, Florida 34224

Article VIII - Incorporators

Michael J. Stewart, O.D.
6800 Placida Road, #106
Englewood, Florida 34224

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

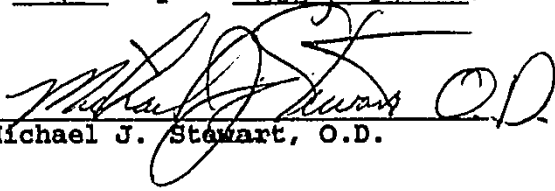
Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

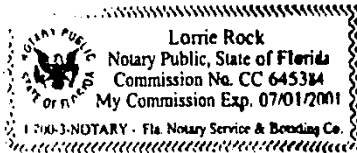
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 29 day of August, 1997.


Michael J. Stewart, O.D.

STATE OF FLORIDA)
) SS:
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 29th day of August, 1997, by Michael J. Stewart, O.D.
 who is personally known to me; or
 who has provided _____ as identification.



Lorrie Rock
Signature of Notary
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That MICHAEL J. STEWART, O.D., P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Michael J. Stewart, O.D., 6800 Placida Road, #106, Englewood, Florida, 34224, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Michael J. Stewart O.D.
Michael J. Stewart, O.D.

DIVISION OF
TALLAHASSEE, FLORIDA
NOTARIES

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